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北京京能清潔能源電力股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(B C : 00579)

PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME PROPOSED GRANT OF H SHARE APPRECIATION RIGHTS CHANGE OF COMPOSITION OF THE REMUNERATION AND NOMINATION COMMITTEE

AND

PROPOSED ELECTION OF DIRECTORS IN THE FOURTH SESSION

SUMMARY
Proposed H Share Appreciation Rights Scheme and the Grant
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Change of Composition of the Remuneration and Nomination Committee
(Renumeration and Nomination Committee).

Proposed Election of Directors in the Fourth Session						
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· , .			-	-	· , , .	
, . Directors).	, . (Director Car	ndidates) (Proposed	Appointment of	
Despatch of Circular					,	
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I. THE PROPOSED H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT

Background

Effective Date () . () Duration **Incentive Recipients** 88 **Number of the Share Appreciation Rights** 82,445,000 to be granted under 1% the Grant 1% **Exercise Price** () . () ()

The Scheme and the Grant

Lock-up period

Effective Period Arrangement

Tranches of becoming effective	Effective	period		Effective proportion
		(24)	30%
	(3)		30%
		(48)	40%

Conditions Precedent for the Grant under the Scheme

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		(2)	201 %,	,
	3.	(1)	201	
		(2)	500	2 ,
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			24%	
		(3)		201
				1.5%.
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Reasons for the Adoption of the Scheme

() . () **General Information**

CHANGE OF COMPOSITION OF THE REMUNERATION AND NOMINATION II. COMMITTEE

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III. PROPOSED ELECTION OF DIRECTORS IN THE FOURTH SESSION

150,000 100,000

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III. DESPATCH OF CIRCULAR

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IV. DEFINITION

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Beijing Jingneng Clean Energy Co., Limited KANG Jian

APPENDIX I – BIOGRAPHICAL DETAILS OF THE DIRECTORS FOR RE-ELECTION

Non-executive Directors

Mr. LIU Haixia (劉海峽),	58, -	
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Mr. REN Qigui (任啟貴), 5,	-				
(中國農	農業機械化科學	研究所能源重	力所)	1 8	1 5	:
源投資公司)	1 5	200 · ., .(北京	京京能能源科技	支投資有限公	司)	京 市 能 200
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Ms. LI Juan (李	娟), 35,	-		2010	0	2015.
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Mr. WANG Bangyi (∃	. 邦宜),	4 , -			
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Executive Directors					
Mr. ZHANG Fengyang	; (張 鳳 陽),	50,			
	(北京勘	測設計研究院)	1 4	2000).
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2000	2003			(北京區	國際電力開
發投資公司)	2003	2004 ., .(北京國	國際電力新能源	原有限公司)	2004
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Mr. CAO Mansheng (曹滿勝),	4 ,				
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利電力大學) 1 3					
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Independent Non-Executive Direct	etors				
Mr. HUANG Xiang (黃湘),	3,	-			
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Mr. CHAN Yin Tsung (陳彥璁), 40,
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